

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

RTI HOLDING COMPANY, LLC,¹

Debtors.

Chapter 11

Case No. 20-12456 (JTD)

(Jointly Administered)

**DECLARATION OF JAMES E. O'NEILL IN SUPPORT
OF DEBTORS' MOTION FOR PROTECTIVE ORDER AS TO BNA ASSOCIATES
LLC'S DEPOSITION NOTICE AND REQUESTS FOR PRODUCTION, AND/OR
MOTION TO QUASH DEPOSITION NOTICE FROM BNA ASSOCIATES LLC**

I, JAMES E. O'NEILL, ESQUIRE, declare under penalty of perjury as follows:

1. I am a partner in the law firm of Pachulski Stang Ziehl & Jones LLP (“PSZJ” or the “Firm”), located at 919 North Market Street, 17th Floor, Wilmington, Delaware 19801, and have been duly admitted to practice law in the State of Delaware, the United States District Court for the District of Delaware, the United States Court of Appeals for the Third Circuit, and the United States Supreme Court. This declaration is submitted in support of

¹ The Debtors in these chapter 11 cases and the last four digits of each Debtor's U.S. tax identification number are as follows: RTI Holding Company, LLC (4966); Ruby Tuesday, Inc. (5239); Ruby Tuesday, LLC (1391); RTBD, LLC (6505); RT of Carroll County, LLC (8836); RT Denver Franchise, L.P. (2621); RT Detroit Franchise, LLC (8738); RT Distributing, LLC (6096); RT Finance, LLC (7242); RT FL Gift Cards, Inc. (2189); RT Florida Equity, LLC (7159); RT Franchise Acquisition, LLC (1438); RT of Fruitland, Inc. (1103); RT Indianapolis Franchise, LLC (6016); RT Jonesboro Club (2726); RT KCMO Franchise, LLC (7020); RT Kentucky Restaurant Holdings, LLC (7435); RT Las Vegas Franchise, LLC (4969); RT Long Island Franchise, LLC (4072); RT of Maryland, LLC (7395); RT Michiana Franchise, LLC (8739); RT Michigan Franchise, LLC (8760); RT Minneapolis Franchise, LLC (2746); RT Minneapolis Holdings, LLC (7189); RT New England Franchise, LLC (4970); RT New Hampshire Restaurant Holdings, LLC (7438); RT New York Franchise, LLC (1154); RT Omaha Franchise, LLC (7442); RT Omaha Holdings, LLC (8647); RT One Percent Holdings, LLC (6689); RT One Percent Holdings II, LLC (2817); RT Orlando Franchise, LP (5105); RT Restaurant Services, LLC (7283); RT South Florida Franchise, LP (3535); RT Southwest Franchise, LLC (9715); RT St. Louis Franchise, LLC (6010); RT Tampa Franchise, LP (5290); RT Western Missouri Franchise, LLC (6082); RT West Palm Beach Franchise, LP (0359); RTTA, LP (0035); RTT Texas, Inc. (2461); RTTT, LLC (9194); Ruby Tuesday of Allegany County, Inc. (8011); Ruby Tuesday of Bryant, Inc. (6703); Ruby Tuesday of Columbia, Inc. (4091); Ruby Tuesday of Frederick, Inc. (4249); Ruby Tuesday of Linthicum, Inc. (8716); Ruby Tuesday of Marley Station, Inc. (1641); Ruby Tuesday of Pocomoke City, Inc. (0472); Ruby Tuesday of Russellville, Inc. (1601); and Ruby Tuesday of Salisbury, Inc. (5432). The Debtors' mailing address is 333 East Broadway Ave., Maryville, TN 37804.

Debtors' Motion for Protective Order as to BNA Associates LLC's Deposition Notice and Requests for Production, and/or Motion to Quash Deposition Notice from BNA Associates LLC (the "Motion").²

2. PSZJ is general bankruptcy counsel to the Debtors in the above-captioned cases. I aver under Local Rule 7026-1(d) that PSZJ, on behalf of Debtors, made reasonable efforts via writing on January 28, 2021 (see Exhibit 3 to the Declaration of Malhar S. Pagay, filed in support of the Motion) and during a telephonic meet and confer on January 29, 2021, to reach agreement with counsel for BNA Associates LLC ("BNA") relating to BNA's Deposition Notice and Document Requests directed to Debtors, and Debtors' intent to file this Motion. Because that January 29, 2021 meet and confer did not resolve the Discovery issues, the Debtors have filed the Motion.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct.

Dated: February 1, 2021

/s/ James E. O'Neill
James E. O'Neill

² Capitalized terms, unless otherwise defined herein, shall have the meanings ascribed to them in the Motion.